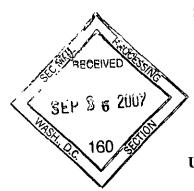
# FORM D



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

|     | <del></del> |
|-----|-------------|
| OMB | ADDDONAL    |

OMB Number: 3235-0076
Expires: May 31, 2008
Estimated average burden
hours per form......16

| SEC USE ONLY |         |  |  |
|--------------|---------|--|--|
| Prefix       | Serial  |  |  |
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|  |                               |          |                        |              |                  |            | <u> </u>        | ·              |
|--|-------------------------------|----------|------------------------|--------------|------------------|------------|-----------------|----------------|
| Name of Offering ( check if this is an   | amendment and name has char   | nged, a  | nd indicate change.)   | )            | <del></del>      |            |                 |                |
| Common Stock Warrant and the Common  | n Stock issuable thereunder   |          |                        |              |                  |            |                 |                |
| Filing Under (Check box(es) that apply):                                       | ☐ Rule 504                    |          | ☐ Rule 505             | [            | Rule 506         | □s         | ection 4(6)     | ULOE           |
| Type of Filing:  |                               | ×        | New Filing             |              |                  | Ame        | endment         |                |
|  | A. BA                         | SIC ID   | ENTIFICATION I         | DATA         |                  |            |                 |                |
| 1. Enter the information requested abo   | ut the issuer                 |          |                        |              |                  |            | 101011111111111 |                |
| Name of Issuer ( check if this is an am  | endment and name has change   | d, and   | indicate change.)      | ·            | -                | _          |                 |                |
| Lijit Networks, Inc.   |                               |          |                        |              |                  |            |                 |                |
| Address of Executive Offices   | (Number and                   | Street,  | City, State, Zip Code  | e) 1         | Telephone Number | <u>(lı</u> | 0707            | 8733           |
| 864 W. South Boulder Road, Ste. 200, Lo  | ouisville, CO 80027           |          |                        | (            | (303) 931-3807   |            | 010             | 0.00           |
| Address of Principal Business Operations (if different from Executive Offices) | (Number and Street, City, Sta | ate, Zip | Code)                  | 1            | Telephone Number | (Includi   | ng Area Code)   |                |
| Same   |                               |          |                        | S            | Same             |            |                 |                |
| Brief Description of Business<br>Internet technology                           |                               |          |                        |              |                  |            |                 | PROCESSE       |
| Type of Business Organization  |                               |          |                        |              | ····             |            |                 | SEP 2 8 2000   |
| corporation  | ☐ limited partnership, alre   | ady for  | med                    |              |                  | other 🗆    | (please specify | ): OCI & O MIN |
| ☐ business trust   | ☐ limited partnership, to b   | e forme  | ed                     |              |                  |            |                 | THOMSON        |
| Actual or Estimated Date of Incorporation                                      | n or Organization             |          | Month<br>06            | Year<br>2006 |                  |            | -               | DEMANCIAL      |
| Actual of Estimated Date of Incorporation                                      | ii oi Oigainzatioli.          | ,        | vo                     | 2000         |                  | Actua      | J [             | l Estimated    |
| Jurisdiction of Incorporation or Organiza                                      | tion: (Enter two-letter U.S.  | Postal   | Service abbreviation   | n for S      | tate:            |            |                 |                |
|  | CN for Canada; FN for         | or other | r foreign jurisdiction | 1)           |                  |            | D               | E              |

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| Check Boxes<br>that Apply:       | ☐ Promoter  | ☑ Beneficial Owner  | Executive Officer      | ☑ Director | General and/or Managing Partner      |
|----------------------------------|---|---|------------------------|------------|--------------------------------------|
| Vernon, Todd                     | t name first, if individual)                                    |   |                        |            |                                      |
|                                  | sidence Address (Number and<br>Boulder Road, Ste. 200, Louisv   |   |                        |            |                                      |
| Check<br>Box(es) that<br>Apply:  | ☐ Promoter  | Beneficial Owner  | Executive Officer      | ☐ Director | ☐ General and/or<br>Managing Partner |
| Full Name (Las                   | t name first, if individual)                                    |   |                        |            |                                      |
| Business or Res                  | sidence Address (Number and<br>Boulder Road, Ste. 200, Louisy   |   |                        |            |                                      |
| Check Boxes that Apply:          | ☐ Promoter  | ☐ Beneficial Owner  | ☐ Executive Officer    | Director   | ☐ General and/or Managing Partner    |
| Full Name (Las<br>Berberian, Par | t name first, if individual)                                    |   |                        |            |                                      |
|                                  | sidence Address (Number and autive Suites, 1942 Broadway,       |   |                        |            |                                      |
| Check Boxes<br>that Apply:       | Promoter  | Beneficial Owner  | ☐ Executive Officer    | Director   | ☐ General and/or<br>Managing Partner |
| Contro, Jerom                    |   |   |                        |            |                                      |
|                                  | sidence Address (Number and<br>I, L.P., 831 Pearl Street, Bould |   |                        |            |                                      |
| Check Boxes that Apply:          | ☐ Promoter  | Beneficial Owner  | ☐ Executive Officer    | ☑ Director | General and/or Managing Partner      |
| Full Name (Las                   | t name first, if individual)                                    |   |                        |            |                                      |
|                                  | sidence Address (Number and 2006, LLC, c/o Argus Advisor        | Street, City, State, Zip Code)<br>s, Inc., 1215 Spruce Street, Ste. | 200, Boulder, CO 80302 | •          |                                      |
| Check Boxes<br>that Apply:       | ☐ Promoter  | ☐ Beneficial Owner  | ☐ Executive Officer    | ☑ Director | ☐ General and/or<br>Managing Partner |
| Goldstein, Set                   |   |   |                        |            |                                      |
|                                  | sidence Address (Number and rk West, Apartment 7A, New          |   |                        | ,          |                                      |
| Check Boxes<br>that Apply:       | ☐ Promoter  | ☑ Beneficial Owner  | ☐ Executive Officer    | ☑ Director | General and/or Managing Partner      |
| Full Name (Las<br>Roshko, Peter  | t name first, if individual)                                    |   |                        |            |                                      |
|                                  | sidence Address (Number and res IV, L.P., 1900 Ninth Street     | Street, City, State, Zip Code)<br>, Suite 200, Boulder, CO 8030     | 2                      |            |                                      |
| Check Boxes<br>that Apply:       | ☐ Promoter  | ☑ Beneficial Owner  | ☐ Executive Officer    | ☐ Director | General and/or Managing Partner      |
| Full Name (Las<br>Colorado Fun   | t name first, if individual) d I, L.P.                          |   |                        |            |                                      |
|                                  | sidence Address (Number and<br>t, Boulder, CO 80302             | Street, City, State, Zip Code)                                      |                        |            |                                      |
| Check Boxes that Apply:          | ☐ Promoter  | Beneficial Owner  | ☐ Executive Officer    | ☐ Director | ☐ General and/or<br>Managing Partner |
| Full Name (Las<br>Intensity Fund | st name first, if individual) 1 2006, LLC                       |   |                        |            |                                      |
|                                  |   | Street, City, State, Zip Code)<br>Ste. 200, Boulder, CO 80302       |                        |            |                                      |
| Check Boxes<br>that Apply:       | ☐ Promoter  | Beneficial Owner  | Executive Officer      | ☐ Director | ☐ General and/or Managing Partner    |

|                         | idence Address (Numb     | er and Street, City, State, Zip Code | )                   |            |                                      |
|-------------------------|--------------------------|--------------------------------------|---------------------|------------|--------------------------------------|
|                         | et, Suite 200, Boulder,  | CO 80302                             | •                   |            |                                      |
| Check Boxes that Apply: | ☐ Promoter               | Beneficial Owner                     | ☐ Executive Officer | ☐ Director | ☐ General and/or<br>Managing Partner |
| Full Name (Las          | name first, if individua | al)                                  |                     |            |                                      |
|                         |                          |                                      |                     |            |                                      |

| Answer also in Appendix, Column 2, if filing under ULOE.  |               |
|---|---------------|
| 2. What is the minimum investment that will be accepted from any individual?  | N/A           |
| 3. Does the offering permit joint ownership of a single unit?   | <u>X</u>      |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remsolicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a bro registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated person broker or dealer, you may set forth the information for that broker or dealer only. | ker or dealer |
| None  |               |
| Full Name (Last name first, if individual)  |               |
| Business or Residence Address (Number and Street, City, State, Zip Code)  |               |
|   |               |
| Name of Associated Broker or Dealer   |               |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  |               |
| (Check "All States" or check individual States)   | . All States  |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI]   |               |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]   | [MO]          |
| [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]   | [PA] "        |
| [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [VA] [WV] [WI] [WY]   | [PR]          |
| Full Name (Last name first, if individual)  |               |
| Business or Residence Address (Number and Street, City, State, Zip Code)  |               |
| Districts of residence Address (Number and Street, Oily, State, 21p Code)   |               |
| Name of Associated Broker or Dealer   |               |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  |               |
| (Check "All States" or check individual States)   | □ All States  |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI]   |               |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]   | (MO)          |
| [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]   | [PA]          |
| [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [VA] [WV] [WI] [WY]   | [PR]          |
| Full Name (Last name first, if individual)  |               |
| Business or Residence Address (Number and Street, City, State, Zip Code)  |               |
| Name of Associated Broker or Dealer   |               |
|   |               |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  | <b>5</b> ." ^ |
| (Check "All States" or check individual States)   | All States    |
|   | . [ID]        |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]   | [MO]          |
| [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [VA] [WV] [WI] [WY]   | [PA]<br>[PR]  |

B. INFORMATION ABOUT OFFERING

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\D\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

|            | Type of Security  | Aggregate           | Amount Already                        |
|------------|---|---------------------|---------------------------------------|
|            |   | Offering Price      | Sold                                  |
|            | Debt  | \$                  | \$                                    |
|            | Equity  | \$                  | \$                                    |
|            | □ Common □ Preferred  |                     |                                       |
|            | Convertible Securities (including warrants)   | \$580.00 <b>◆</b>   | \$580.00◆                             |
|            | Partnership Interests   | \$                  | \$                                    |
|            | Other (Specify)   | s                   | \$                                    |
|            | Total   | \$ <u>580.00</u> ◆  | \$580.00◆                             |
|            | <ul> <li>Includes shares issued upon exercise of warrants to purchase Common Stock of the</li> </ul>  | : Issuer.           |                                       |
| <u>:</u> . | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  |                     |                                       |
|            |   | Number              | Aggregate                             |
|            |   | Investors           | Dollar Amount                         |
|            |   |                     | of Purchases                          |
|            | Accredited Investors  | 1                   | \$580.00◆                             |
|            | Non-accredited Investors  | 0                   | \$0                                   |
|            | Total (for filings under Rule 504 only)   | 0                   | \$ 0                                  |
|            |   |                     |                                       |
|            | Answer also in Appendix, Column 4, if filing under ULOE.  |                     | <u> </u>                              |
| 3.         |   |                     | ¥                                     |
| 3.         | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first  | Type of             | Dollar Amount                         |
| 3.         | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.   | Type of<br>Security | ¥                                     |
| 3.         | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering                                      |                     | Dollar Amount<br>Sold                 |
| 3.         | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             |                     | Dollar Amount Sold                    |
| 3.         | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             |                     | Dollar Amount Sold  \$                |
| 3.         | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             |                     | Dollar Amount Sold  \$ \$ \$          |
| 3.         | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505 Regulation A Rule 504 Total | Security            | Dollar Amount Sold  \$                |
| <b>3.</b>  | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             | Security            | Dollar Amount Sold  \$ \$ \$          |
| <b>3.</b>  | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             | Security            | Dollar Amount Sold  \$ \$ \$          |
| <b>3</b> . | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             | Security            | Dollar Amount Sold  \$ \$ \$ \$ \$ \$ |
| <b>3</b> . | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             | Security            | Dollar Amount                         |
| <b>3.</b>  | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             | Security            | Dollar Amount                         |
| <b>3</b> . | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             | Security            | Dollar Amount                         |
| <b>3.</b>  | Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                             | Security            | Dollar Amount                         |
| <b>3</b> . | Answer also in Appendix, Column 4, if filling under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering Rule 505                            | Security            | Dollar Amount                         |

| C. OFFERING PRICE, NUMBER O   | OF INVESTORS, EXPENSES AND USE OF PROCEEDS  |   |
|---|---|---|
| <ul> <li>Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjustice."</li> </ul>   | in response to Part C - Question 1 and total expenses furnished usted gross proceeds to the issuer"                                   | \$580.00  |
| <ol> <li>Indicate below the amount of the adjusted gross proceeds to the issu If the amount for any purpose is not known, furnish an estimate a payments listed must equal the adjusted gross proceeds to the issuer s</li> </ol> | and check the box to the left of the estimate. The total of the   |   |
|   | Payment to Officers,<br>Directors, & Affiliates   | Payment To<br>Others  |
| Salaries and fees   | •   | □ s   |
| Purchase of real estate   |   | □ s   |
| Purchase, rental or leasing and installation of machinery and equipment   |   | □ s   |
| Construction or leasing of plant buildings and facilities   | <u> </u>  |   |
| Acquisition of other businesses (including the value of securities involve  | <b>-</b>  | □ s   |
| in exchange for the assets or securities of another issuer pursuant to a mer  |   | □ s   |
| Repayment of indebtedness   |   | □ s   |
| Working capital   |   | <b>₭</b> \$ 580.00  |
| Other (specify):  | □ s   | □ s   |
|   |   |   |
| Column Totals   |   |   |
| Total Payments Listed (column totals added)   | <b>—</b> •  |   |
| total Payments Listed (column totals added)   | <b>&amp;</b> \$   | 580,00  |
| D. 1  | FEDERAL SIGNATURE   | *** **********************************                            |
| The issuer had duly caused this notice to be signed by the undersigned dan undertaking by the issuer to furnish to the U.S. Securities and Exchan non-accredited investor pursuant to paragraph (b)(2) of Rule 502.               | uly authorized person. If this notice is filed under Rule 505, the age Commission, upon written request of its staff, the information | following signature constitute<br>n furnished by the issuer to an |
| Issuer (Print or Type)  | Signature   | Date  |
| Lijit Networks, Inc.  | Jen U   | September 21, 2007  |
| Name of Signer (Print or Type)  | Title of Signer (Print or Type)   |   |
| Todd Vernon   | President and Chief Executive Officer   |   |

## ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

